#### **STAMP AND RETURN**

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	i e e e e e e e e e e e e e e e e e e e	Submitted 05/04/2000 at 04:23PM
;		File Number: 0000118505

A A a Market Brown Transfer to A A and a second reservoir as a second reservoir and a second reservoir as a se	
1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

a) Is this a pro forma assignment of authorization or transfer of control? No
o) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbeara occdures for telecommunications licenses?
For assignment of authorization only, is this a partition and/or disaggregation?
Does this filing request a waiver of the Commission's rules? No
Are attachments being filed with this application? Yes
a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held e assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are cluded on this form and for which Commission approval is required? Yes
a) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that a cluded on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

### Licensee/Assignor Information

10a) Taxpayer Identification Number	r.		10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual	): Louisiana RSA	No. 7 Cellular General F	Partnership
13) Attention To: Charles Feathers	tun		
14) P.O. Box:	And / Or	15) Street Address: 1	155 Peachtree Street, N.E., Suite 1700
16) City: Atlanta		17) State: GA	18) Zip: 30309-3610
19) Telephone Number: (404)249-3	855	20) FAX: (404)249-56	64

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

IKACE: S	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			ļ
Gender:	Female:	Male:			

#### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numb	er:		23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	al): BellSouth C	Corporation	
26) P.O. Box:	And / Or	27) Street Address: 11	155 Peachtree Street, N.E., Suite 1700
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610
31) Telephone Number: (404)249-	3855	32) FAX: (404)249-560	64
33) E-Mail Address: Charles.Feat	herstun@bells	outh.com	

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

A CONTRACTOR OF THE CONTRACTOR	,=		
34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSout	h Corporation		
36) P.O. Box:	And / Or	37) Street Address: 1155 Peachtr	ree Street, N.E., Suite 1700
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)2	49-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bells	south.com	

## Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	ation	The second secon
45a) Taxpayer Identification Numb	The state of the s		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC	<b>;</b>	
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	th.com	Control of the contro

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtre	e St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	rth.com	

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

F <sup>**</sup>	
74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

IN SCO.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			Ì

### **Assignor/Transferor Certification Statements**

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transferred until the consent of the I required because the transaction is	ederal Communica subject to streamling	e authorization will not be assigned or that c tions Commission has been given, or (2) that ned notification procedures for pro forma ass n and Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is no				
		its made in this application and in the exhibit application, and are true, complete, correct,					
79) Typed or Printed Name of Party	Authorized to Sign						
First Name: Charles	rst Name: Charles MI: P Last Name: Featherstun Suffix:						
80) Title: Duly Authorized Employ	ee						
Signature: Charles P Featherstun		81) Date: 05/04/00					

## Assignee/Transferee Certification Statements

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is no required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne

MI:

Last Name: Watts

Suffix:

83) Title: Secretary

Signature: Wayne Watts

84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### **Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN614					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
(content)	was a constant		Committee of the state of the s	

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

## For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560584.0.pdf
Other	05/04/00	Additional Authorizations to be Transferred	17562086.0.pdf

FCC Print Preview

5/4/00 4:23 PM

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

## Additional Authorizations to be Transferred

In addition to the call signs listed in the instant FCC Form 603 Application, BellSouth Corporation and Alloy LLC hereby request Commission consent to the transfer of licenses that are issued prior to the Commission's consent to this transaction as a result of two pending applications for fixed point-to-point microwave radio station licenses that were filed by Louisiana RSA No. 7 Cellular General Partnership, ULS File Nos. 0000024595, 0000024596.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OME 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 06:15PM
		File Number: <b>0000118504</b>

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

## Type of Transaction

	_
Ba) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No	
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbe procedures for telecommunications licenses?	arance
4) For assignment of authorization only, is this a partition and/or disaggregation?	
5) Does this filing request a waiver of the Commission's rules? No	
6) Are attachments being filed with this application? Yes	
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that included on this form and for which Commission approval is required? Yes	
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses the noting of the properties of the subject of this point of the properties of the p	nat are n

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

## Licensee/Assignor Information

10a) Taxpayer Identification Number	per:		(10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individu	al): Louisiana N	lo. 8 Limited Partnersh	nip
13) Attention To: Charles Feathe	rstun		
14) P.O. Box:	And / Or	15) Street Address: 1	155 Peachtree Street, N.E., Suite 1700
16) City: Atlanta		17) State: GA	18) Zip: 30309-3610
19) Telephone Number: (404)249	-3855	20) FAX: (404)249-56	664
21) E-Mail Address: Charles.Feat	therstun@bells	outh.com	

### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:	•		

#### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numl	oer:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700		
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610	
31) Telephone Number: (404)249	-3855	32) FAX: (404)249-566	54	
33) E-Mail Address: Charles.Feat	herstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

orporation		
And / Or	37) Street Address: 1155 Peachtr	ree Street, N.E., Suite 1700
	39) State: GA	40) Zip: 30309-3610
3855	42) FAX: (404)249-5664	
	3855	39) State: GA

## Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	ation		
45a) Taxpayer Identification Numb	er:	on the second of	45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indiv	idual): Alloy LLC	,		
48) Name of Real Party in Interest			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664		
58) E-Mail Address: charles.feath	erstun@hellsou	th com		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	e St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	rth.com	

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, o by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee of Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

HKACE: 1	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Assignor/Transferor Certification Statements

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transferred until the consent of the Federal	Communica to streamlin	e authorization will not be assigned or that co tions Commission has been given, or (2) tha ed notification procedures for pro forma assi n and Order, 13 FCC Rcd. 6293(1998).	t prior Commission consent is no
		ts made in this application and in the exhibits application, and are true, complete, correct, a	
79) Typed or Printed Name of Party Author	ized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun Suffix:	
80) Title: Duly Authorized Employee			
Signature: Charles P Featherstun 81) Date: 05/04/00			

## Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is no required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests ar authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*

  \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the

outcome of the waiver request.

- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

821	Typed or I	Printed N	Name of Party	<ul> <li>Authorized</li> </ul>	to Sian

MI: Last Name: Watts First Name: Wayne Suffix: 83) Title: Secretary Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKQ454					

FCC Form 603 Schedule A

#### Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	V 00 D	V 00 D	
(current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(Current)	L.,	L	

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560585.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau	<b>AND RETU</b>
	Application for Assignments of Authorization and Transfers of Control	3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 06:23PM
		File Number: 0000118503

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

a) Is this a pro forma assignment of authorization or transfer of control? No
b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance rocedures for telecommunications licenses?
For assignment of authorization only, is this a partition and/or disaggregation?
Does this filing request a waiver of the Commission's rules? No
Are attachments being filed with this application? Yes
<ul> <li>a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held be ne assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are needed on this form and for which Commission approval is required? Yes</li> </ul>
<ul> <li>b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are acluded on this form and for which Commission approval is required? Yes</li> </ul>

## **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Numb	er::		[10b) SGIN: 000			
11) First Name (if individual):	MI:	Last Name:	Suffix:			
12) Entity Name (if not an individu	al): Memphis S	MSA Limited Partnersh	nip			
13) Attention To: Charles Feather	stun					
14) P.O. Box:	And / Or	15) Street Address: 1	155 Peachtree Street, N.E., Suite 1700			
16) City: Atlanta		17) State: GA	[18) Zip: <b>30309-3610</b>			
19) Telephone Number: (404)249-	19) Telephone Number: (404)249-3855 20) FAX: (404)249-5664					
21) E-Mail Address: Charles.Feat	herstun@bells	outh.com				

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numl	ber:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700		
28) City: Atlanta	ia [2:		30) Zip: 30309-3610	
31) Telephone Number: (404)249	-3855	32) FAX: (404)249-5664		
33) E-Mail Address: Charles.Feat	therstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:		
35) Company Name: BellSout	h Corporation				
36) P.O. Box:	And / Or	37) Street Address: 1155 Peachtree Street, N.E., Suite 1700			
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610		
41) Telephone Number: (404)2	49-3855	42) FAX: (404)249-5664			
43) E-Mail Address: Charles.F	eatherstun@bells	south.com			

### Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	ation		
45a) Taxpayer Identification Numb	er:		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indiv	ridual): Alloy LLC			
48) Name of Real Party in Interest			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: <b>3030</b> 9	
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664		
58) E-Mail Address: charles.feath	erstun@bellsout	th.com		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>	
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		
68) E-Mail Address: charles.fea	atherstun@bellsou	rth.com		

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, of by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee of Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

BRACE. 4	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	THIS DADIC OF LATING:	Not Hispanic or Latino:			
Gender:	Female:	Male:			ŀ

## **Assignor/Transferor Certification Statements**

transferred until the consent of the Feder	ral Communica ect to streamlin	e authorization will not be assigned or that cor tions Commission has been given, or (2) that led notification procedures for pro forma assig in and Order, 13 FCC Rcd. 6293(1998).	prior Commission consent is no				
		its made in this application and in the exhibits application, and are true, complete, correct, as					
79) Typed or Printed Name of Party Auth	norized to Sign						
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:				
80) Title: Duly Authorized Employee							
oo) Tide. Duly Authorized Employee	Signature: Charles P Featherstun [81) Date: 05/04/00						

## Assignee/Transferee Certification Statements

The Assignee or Transferee certifies either (1) transferred until the consent of the Federal Commequired because the transaction is subject to stratelecommunications carriers See Memorandum Communications.	nunications C eamlined noti	ommission has been given, or (2) that prior Com fication procedures for pro forma assignments a	ımission consent is no
The Assignee or Transferee waives any claim the regulatory power of the United States becaus authorization in accordance with this application.	to the use of e of the previ	any particular frequency or of the electromagnet ous use of the same, whether by license or othe	ic spectrum as agains rwise, and requests a
3) The Assignee or Transferee certifies that grant any pertinent cross-ownership, attribution, or spe- *If the applicant has sought a waiver of any such outcome of the waiver request.	ctrum cap rul	e. <b>*</b>	
4) The Assignee or Transferee agrees to assume under the subject authorization(s), unless the Fec allows, except for liability for any act done by, or Assignor or Transferor prior to this assignment.	leral Commu	nications Commission pursuant to a request mad	de herein otherwise
5) The Assignee or Transferee certifies that all strincorporated by reference are material, are part of			
6) The Assignee or Transferee certifies that neith pursuant to Section 5301 of the Anti-Drug Abuse of a controlled substance. See Section 1.2002(b) used in this certification.	Act of 1998,	21 U.S.C § 862, because of a conviction for pos	session or distribution
7) The applicant certifies that it either (1) has an osimultaneously with this application, or (3) is not re-			updated Form 602
82) Typed or Printed Name of Party Authorized to	Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: <b>05/04/00</b>	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA249					
KNKQ305					
WLA255					
WLM389					
WLM393					
WLM646					
WLM647					
WLT818					
WMV945					
WPJA760					
WPJE588					
WPJE589					
WPJE665					
WPJE784					
WPNA361					
WPNA362					
WPNF216					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
-			C	· · · · · · · · · · · · · · · · · · ·

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

**Business Consortium** 

### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560586.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 06:32PM
		File Number: 0000118501

1) Application Purpose: Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

### Licensee/Assignor Information

10a) Taxpayer Identification Numb	er:		10b) SGIN: 000			
11) First Name (if individual):	MI:	Last Name:	Suffix:			
12) Entity Name (if not an individu	al): MCTA					
13) Attention To: Charles Featherstun						
14) P.O. Box:	And / Or	15) Street Address: 11	155 Peachtree Street, N.E., Suite 1700			
16) City: Atlanta		17) State: GA	[18) Zip: <b>30309-3610</b>			
19) Telephone Number: (404)249-3855		20) FAX: (404)249-5664				
21) E-Mail Address: Charles.Feat	herstun@bells	outh.com				

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

BKace.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	<b>1</b>		
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numb	er:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700		
28) City: Atlanta		29) State: GA	(30) Zip: 30309-3610	
31) Telephone Number: (404)249-	3855	32) FAX: (404)249-566	64	
33) E-Mail Address: Charles.Feat	herstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSout	th Corporation		
36) P.O. Box;	And / Or	37) Street Address: 1155 Peacht	ree Street, N.E., Suite 1700
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)2	249-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bells	south.com	

#### Assignee/Transferee Information

45a) Taxpayer Identification Number	ar.		45b) SGIN: 000	
43a) Taxpayer Identification Number	JI.	W-1971111	<del>                                    </del>	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indiv	idual): Alloy LLC	,		
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-3	8855	57) FAX: (404)249-5664		
58) E-Mail Address: charles.feathe	erstun@bellsout	th.com		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	Mt:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	e St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	ith.com	

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, of by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee of Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic of Lating:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

transferred until the consent of the required because the transaction	e Federal Communica is subject to streamlin	e authorization will not be assigned or that co tions Commission has been given, or (2) that ed notification procedures for pro forma assign and Order, 13 FCC Rcd. 6293(1998).	t prior Commission consent is no
		ts made in this application and in the exhibits application, and are true, complete, correct, a	
79) Typed or Printed Name of Pa	rty Authorized to Sign		
First Name: Charles MI: P Last Name: Featherstun Suffix:			
80) Title: Duly Authorized Empl	oyee		
Signature: Charles P Featherstun		81) Date: 05/04/00	

## Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is no required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998). 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests ar authorization in accordance with this application. 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\* \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment. 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules. 82) Typed or Printed Name of Party Authorized to Sign First Name: Wayne Last Name: Watts Suffix: 83) Title: Secretary

## Authorizations To Be Assigned or Transferred

Signature: Wayne Watts

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA403					
KNKN878					
KNKN917					
KNKN961					
KNKN980					
KNKQ298					
KNKQ309					
KNKQ368					
KNKQ394					
KNKQ395					

84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION

PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

		Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
--	--	---------------------------------	-----------------------	-----------------------	---------------

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560587.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Fundaments Application for Assignments of Authorization and Transfers of Control	App. App. MB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 06:42PM
		File Number: 0000118497

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

## **Type of Transaction**

3a) Is this a pro forma assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are no included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

B) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

## Licensee/Assignor Information

10a) Taxpayer Identification Numb	ber:		(10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individu	al): M-T Cellula	r, Inc.	
13) Attention To: Charles Feathe	rstun		
14) P.O. Box:	ox: And / Or 15) Street Address: 1155 Peachtree Street, N.E., Suite 1700		155 Peachtree Street, N.E., Suite 1700
16) City: Atlanta		17) State: GA	18) Zip: 30309-3610
19) Telephone Number: (404)249-3855		20) FAX: (404)249-56	64
21) E-Mail Address: Charles.Feat	therstun@bells	outh.com	

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

HKACE. (	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			]

#### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numl	oer:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700		
28) City: Atlanta		29) State: GA	(30) Zip: 30309-3610	
31) Telephone Number: (404)249	-3855	32) FAX: (404)249-566	54	traffactor of the first
33) E-Mail Address: Charles.Feat	therstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles MI: P		Last Name: Featherstun	Suffix:
35) Company Name: BellSouti	n Corporation		
36) P.O. Box:	And / Or	37) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)2	49-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bell:	south.com	

#### Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	ation	
45a) Taxpayer Identification Numb	er:		(45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
[51) P.O. Box: And / Or		52) Street Address: 115!	5 Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsou	th.com	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	e St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	rth.com	

#### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, o by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee of Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances.	
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

INCACE.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	IHISDADIC OF LATING:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Assignor/Transferor Certification Statements

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transferred until the consent of the F required because the transaction is	ederal Communica subject to streamlin	e authorization will not be assigned or that co tions Commission has been given, or (2) tha ed notification procedures for pro forma assi in and Order, 13 FCC Rcd. 6293(1998).	t prior Commission consent is no
		ts made in this application and in the exhibit application, and are true, complete, correct, a	
79) Typed or Printed Name of Party	Authorized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
80) Title: Duly Authorized Employ	ee		
Signature: Charles P Featherstun 81) Date: 05/04/00			

## Assignee/Transferee Certification Statements

3 of 5

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).					
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as agains he regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a authorization in accordance with this application.					
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*  "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.					
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.					
5) The Assignee or Transferee certifies that all statement incorporated by reference are material, are part of this ap					
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.					
7) The applicant certifies that it either (1) has an updated simultaneously with this application, or (3) is not required					
82) Typed or Printed Name of Party Authorized to Sign					
First Name: Wayne MI:	Last Name: Watts	Suffix:			
83) Title: Secretary					
Signature: Wayne Watts	84) Date: 05/04/00				
WILLFUL FALSE STATEMENTS MADE ON THIS FOR IMPRISONMENT (U.S. Code, Title 18, Section 1001) A PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/	ND/OR REVOCATION OF ANY STA	ATION LICENSE OR CONSTRUCTION			

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKQ286					
KNLG615					
WMR336					
WMR337					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues			
Tour Coloss Neverlacs	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)	1001 2 01033 1101011003	Tear o Gross revenues	rotal rtasets.
(ounding)		(	
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#### 3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicity Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

<b>Attachment Type</b>	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560588.0.pdf

## Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.